

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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LUMINENT MORTGAGE CAPITAL,	:
INC., <i>et al.</i> ,	:
	:
Plaintiffs,	:
	:
v.	:
	:
BARCLAYS CAPITAL INC.,	:
	:
Defendant.	:
-----X	

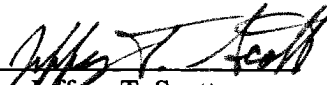
07 CIV 10275 (RMB)

REPLY AFFIDAVIT OF JEFFREY T. SCOTT

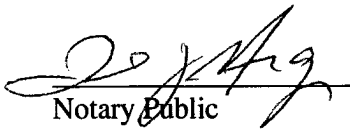
I, JEFFREY T. SCOTT, being duly sworn, deposes and says as follows:

1. I am a member of the bar of this Court, and a member of Sullivan & Cromwell LLP, counsel to defendant Barclays Capital Inc. ("BCI") in the above-captioned action. I submit this affidavit in support of the Reply Memorandum of Law of Barclays Capital Inc. in Support of Its Motion to Dismiss, dated February 20, 2008.
2. On December 20, 2007, Jonathan M. Sedlak and I attended a pre-motion conference in this Court on behalf of BCI. Michael E. Petrella and Robert R. Vidulich appeared on behalf of Plaintiffs.
3. During the pre-motion conference, this Court asked Plaintiffs if they wanted to amend their Complaint before BCI filed its motion to dismiss. The Court also stated that if Plaintiffs did not take the opportunity to amend their Complaint at that time, the Court would not grant them leave to replead any claims

that were dismissed pursuant to BCI's motion. Mr. Petrella stated that Plaintiffs were "happy to stand" on their Complaint, and declined the opportunity to amend Plaintiffs' Complaint.


Jeffrey T. Scott

Sworn to before me this
20th day of February, 2008


Notary Public

WILLIAM J. NIGRO
Notary Public of New Jersey
My Commission Expires 10/20/2009